

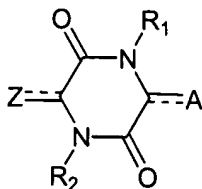
Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1-13. (Cancelled)

14. (Currently Amended) A compound having the formula:



wherein

each of  $\text{---}$  and  $\text{=}$ , independently, is a single bond or a double bond;

A is H or  $\text{CH}(\text{R}^{\text{a}}\text{R}^{\text{b}})$  when  $\text{---}$  is a single bond, or  $\text{C}(\text{R}^{\text{a}}\text{R}^{\text{b}})$  when  $\text{=}$  is a double bond;

Z is  $\text{CH}(\text{R}^{\text{c}}\text{R}^{\text{d}})$  when  $\text{---}$  is a single bond, or  $\text{R}_3\text{O}(\text{Ar})\text{---C}(\text{R}^{\text{e}})$  when  $\text{=}$  is a double bond; in which Ar is pyridyl linked to B C at position 2; and  $\text{R}_3$  is  $\text{C}_1\text{--C}_6$  alkyl substituted with aryl,  $\text{C}(\text{O})\text{R}^{\text{f}}$ , or  $\text{S}(\text{O})\text{R}^{\text{f}}$ ;

each of  $\text{R}_1$  and  $\text{R}_2$ , independently, is H or  $\text{C}(\text{O})\text{R}^{\text{g}}$ ;


$\text{R}^{\text{a}}$  is H,  $\text{C}_1\text{--C}_6$  alkyl, aryl, heteroaryl,  $\text{C}_3\text{--C}_8$  cycloalkyl, or  $\text{C}_3\text{--C}_8$  heterocycloalkyl;  $\text{R}^{\text{b}}$  is H,  $\text{C}_1\text{--C}_6$  alkyl, or aryl; or  $\text{R}^{\text{a}}$  and  $\text{R}^{\text{b}}$  taken together are  $\text{C}_3\text{--C}_8$  cycloalkyl,  $\text{C}_3\text{--C}_8$  heterocycloalkyl, aryl, or heteroaryl; or  $\text{R}_1$  and  $\text{R}^{\text{a}}$  or  $\text{R}_1$  and  $\text{R}^{\text{b}}$  taken together are  $\text{C}_3\text{--C}_8$  cycloalkyl,  $\text{C}_3\text{--C}_8$  heterocycloalkyl, aryl, or heteroaryl;


$\text{R}^{\text{a}'}$  is benzo[1,3]dioxol-5-yl, ~~4-benzyloxy-2-pyridyl, phenyl, or phenyl substituted with hydroxy or arylalkoxy~~;  $\text{R}^{\text{b}'}$  is H,  $\text{C}_1\text{--C}_6$  alkyl, or aryl; or  $\text{R}^{\text{a}'}$  and  $\text{R}^{\text{b}'}$  taken together are  $\text{C}_3\text{--C}_8$  cycloalkyl,  $\text{C}_3\text{--C}_8$  heterocycloalkyl, aryl, or heteroaryl; or  $\text{R}_1$  and  $\text{R}^{\text{a}'}$  or  $\text{R}_1$  and  $\text{R}^{\text{b}'}$  taken together are  $\text{C}_3\text{--C}_8$  cycloalkyl,  $\text{C}_3\text{--C}_8$  heterocycloalkyl, aryl, or heteroaryl; ~~provided that if  $\text{R}^{\text{a}'}$  is phenyl,~~  
 $\text{R}_3$  is  $\text{C}(\text{O})\text{R}^{\text{d}^2}$  or  $\text{S}(\text{O})\text{R}^{\text{d}^2}$ ;

R<sup>c</sup> is aryl or heteroaryl; R<sup>d</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, or C<sub>3</sub>-C<sub>8</sub> heterocycloalkyl; in which aryl is substituted with one or more substituents selected from the group consisting of halogen, hydroxy, amino, alkylamino, arylamino, dialkylamino, diarylamino, cyano, nitro, mercapto, carbamido, carbamoyl, carboxyl, thioureido, thiocyanato, sulfonamido, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, aryl, and aryloxy; and heteroaryl and C<sub>3</sub>-C<sub>8</sub> heterocycloalkyl are substituted with one or more substituents selected from the group consisting of halogen, hydroxy, amino, alkylamino, arylamino, dialkylamino, diarylamino, cyano, nitro, mercapto, carbamido, carbamoyl, carboxyl, thioureido, thiocyanato, sulfonamido, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, and aryloxy;

each of R<sup>e</sup> and R<sup>f</sup>, independently, is H, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, or arylamino; and

R<sup>g</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, or aryl.

15. (Original) The compound of claim 14, wherein  is a double bond.

16. (Original) The compound of claim 15, wherein  is a double bond.

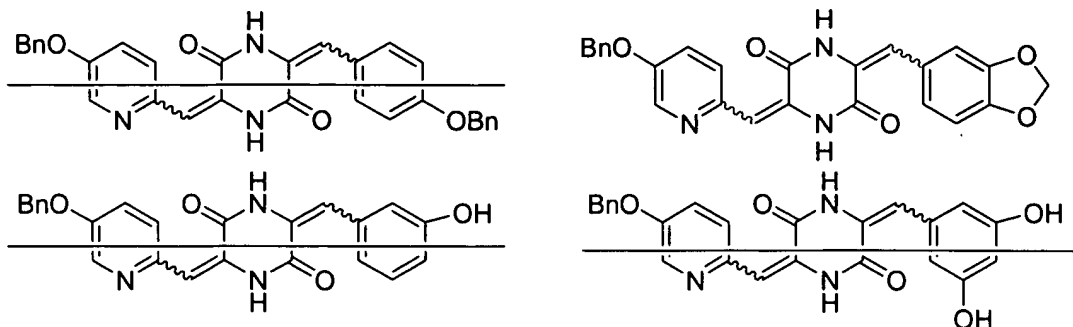
17. (Currently Amended) The compound of claim 16, wherein R<sup>a'</sup> is benzo[1,3]dioxol-5-yl, 4-benzyloxy-2-pyridyl, phenyl, or phenyl substituted with hydroxy or benzyloxy.

18. (Original) The compound of claim 17, wherein R<sup>b'</sup> is H.

19. (Original) The compound of claim 18, wherein R<sub>e</sub> is H.

20. (Original) The compound of claim 19, wherein R<sub>3</sub> is benzyl.

21. (Currently Amended) The compound of claim 20, wherein the compound is



22. (Original) The compound of claim 15, wherein  $\text{---}$  is a single bond.

23. (Withdrawn) The compound of claim 14, wherein  $\text{---}$  is a single bond.

24. (Withdrawn) The compound of claim 23, wherein  $\text{---}$  is a single bond.

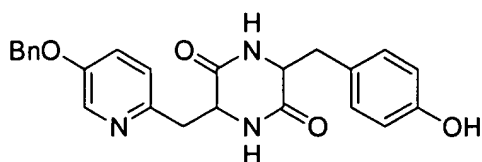
25. (Withdrawn) The compound of claim 24, wherein  $R_c$  is 2-pyridyl substituted with arylalkoxy at position 5.

26. (Withdrawn) The compound of claim 25, wherein  $R^d$  is H.

27. (Withdrawn) The compound of claim 26, wherein  $R^a$  is aryl or heteroaryl.

28. (Withdrawn) The compound of claim 27, wherein  $R^b$  is H.

29. (Withdrawn) The compound of claim 28, wherein the compound is



30. (Withdrawn) The compound of claim 23, wherein  $\text{---}$  is a double bond.